AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

Listing Of Claims

1-14. (cancelled)

15. (previously presented) A compound according to claim 38, wherein Z is a carbonyl.

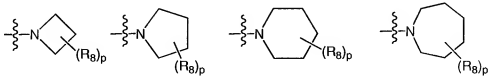
16 - 18. (cancelled)

19. (previously presented) A compound according to claim 38,wherein R_2 is a substituted or unsubstituted 4, 5, 6, or 7 membered heterocycloalkyl.

20 - 21. (cancelled)

22. (previously presented) A compound according to claim 38,wherein R_2 is a substituted or unsubstituted heteroaryl.

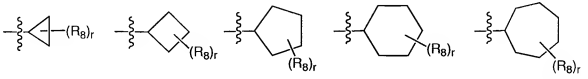
23. (previously presented) A compound according to claim 38,wherein R_2 is selected from the group consisting of



wherein p is 0-12 and each R_8 is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, imino group, sulfonyl group and sulfinyl

group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each substituted or unsubstituted.

24. (previously presented) A compound according to claim 38,wherein R_2 is selected from the group consisting of



wherein r is 0-13 and each R_8 is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, imino group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each substituted or unsubstituted.

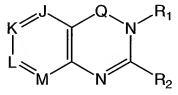
25. (previously presented) A compound according to claim 38, wherein R_2 is a substituted or unsubstituted heteroaryl selected from the group consisting of pyrrole, pyrazole, triazole, isoxazole, oxazole, thiazole, isothiazole, oxadiazole, pyridine, pyridazine, pyrimidine, pyrazine, triazine, imidazole, benzimidazole, indole, isoindole, quinoline, isoquinoline, cinnoline, quinazoline, naphthyridine, pyridopyridine, quinoxaline, phthalazine, and benzothiazole, each substituted or unsubstituted.

26. (cancelled)

27. (previously presented) A compound according to claim 38, wherein R_2 is a substituted or unsubstituted (C_{3-7})cycloalkyl ring, optionally comprising O, N(O), N, S, SO, SO_2 or a carbonyl group in the ring.

28-37. (cancelled)

38. (currently amended) A compound comprising Formula XI:



XI

wherein

Q is selected from the group consisting of CO, CS or $C=NR_9$;

J, K, L, and M are each independently CR_{12};

R_1 is $-ZR_m$;

Z is selected from the group consisting of ~~$-CH_2-$, $-CH_2CH_2-$, $-CH_2CH_2CH_2-$, $-C(O)-$, $-CH_2C(O)-$, $-C(O)CH_2-$, $-CH_2-C(O)CH_2-$, $-C(O)CH_2CH_2-$, $-CH_2CH_2C(O)-$, $-O-$, $-OCH_2-$, $-CH_2O-$, $-CH_2OCH_2-$, $-OCH_2CH_2-$, $-CH_2CH_2O-$, $-N(CH_3)-$, $-NHCH_2-$, $-CH_2NH-$, $-CH_2NHCH_2-$, $-NHCH_2CH_2-$, $-CH_2CH_2NH-$, $-NH-C(O)-$, $-NCH_3-C(O)-$, $-C(O)NH-$, $-C(O)NCH_3-$, $-NHC(O)CH_2-$, $-C(O)NHCH_2-$, $-C(O)CH_2NH-$, $-CH_2NHC(O)-$, $-CH_2C(O)NH-$, $-NHCH_2C(O)-$, $-S-$, $-SCH_2-$, $-CH_2S-$, $-SCH_2CH_2-$, $-CH_2SCH_2-$, $-CH_2CH_2S-$, $-C(O)S-$, $-C(O)SCH_2-$, $-CH_2C(O)S-$, $-C(O)CH_2S-$, $-CH_2SC(O)-$, $-CHR_9-$, $-C(R_9)(R_9)-$, $-C(S)-$, $-C(NH)-$, $-C(NR_9)-$, $-N(H)-$ and $-N(R_9)-$~~ $-CH_2-$, $-CHR_9-$, $-C(R_9)(R_9)-$, -C(O)-, -C(S)-, -C(NH)-, $-C(NR_9)-$, -O-, -N(H)-, $-N(R_9)-$, and -S-;

R_m is selected from the group consisting of ~~a (C_{3-7})cycloalkyl, aryl, hetero(C_{2-7})cycloalkyl and heteroaryl, each having at least one non-hydrogen substituent at a 2 or 3 position of the ring selected from the group consisting of (C_{1-10})alkyl, (C_{3-12})cycloalkyl, hetero(C_{3-12})cycloalkyl, aryl(C_{1-10})alkyl, heteroaryl(C_{1-5})alkyl, (C_{9-12})bicycloaryl, hetero(C_{4-12})bicycloaryl, carbonyl (C_{1-3})alkyl, thiocarbonyl (C_{1-3})alkyl, sulfonyl (C_{1-3})alkyl, sulfinyl (C_{1-3})alkyl, imino (C_{1-3})alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, cyano, nitro, halo, imino group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones~~ (2-cyano)phenyl, (3-cyano)phenyl, (2-hydroxy)phenyl, (3-hydroxy)phenyl, (2-alkenyl)phenyl, (3-alkenyl)phenyl, (2-alkynyl)phenyl, (3-alkynyl)phenyl, (2-nitro)phenyl, (3-nitro)phenyl, (2-carboxy)phenyl, (3-carboxy)phenyl, (2-carboxamido)phenyl, (3-carboxamido)phenyl, (2-sulfonamido)phenyl, (3-sulfonamido)phenyl, (2-tetrazolyl)phenyl,

(3-tetrazolyl)phenyl, (2-aminomethyl)phenyl, (3-aminomethyl)phenyl, (2-amino)phenyl, (3-amino)phenyl, (2-hydroxymethyl)phenyl, (3-hydroxymethyl)phenyl, (2-phenyl)phenyl, (3-phenyl)phenyl, (2-$CONH_2$)phenyl, (3-$CONH_2$)phenyl, (2-$CONH(C_{1-7})$alkyl)phenyl, (3-$CONH(C_{1-7})$alkyl)phenyl, (2-$CO_2(C_{1-7})$alkyl)phenyl, and (3-$CO_2(C_{1-7})$alkyl)phenyl, each substituted or unsubstituted;

R_2 is selected from the group consisting of a 4, 5, 6 or 7 membered cycloalkyl or N-containing ring, the ring being substituted with one or more substituents selected from the group consisting of alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

each R_9 is hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each being unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones; and

each R_{12} is hydrogen or is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, cyano, nitro, alkoxy, imine group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each being unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.

39-51. (cancelled)

52. (original) A compound according to claim 38, wherein K is CR_{12}, where R_{12} is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, and alkoxy, each substituted or unsubstituted.

53. (previously presented) A compound according to claim 38, wherein K is CR_{12}, where R_{12} is independently selected from the group consisting of heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryl, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, thio, imine group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each substituted or unsubstituted.

54. (original) A compound according to claim 38, wherein K is CR_{12}, where R_{12} is independently selected from the group consisting of chloro, bromo, fluoro, iodo, methoxy, morpholin-4-yl, and pyrrolidin-1-yl, each substituted or unsubstituted.

55. (cancelled)

56. (original) A compound according to claim 38, wherein L is CR_{12}, where R_{12} is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, morpholin-4-yl, and pyrrolidin-1-yl, and alkoxy, each substituted or unsubstituted.

57-110. (cancelled)

111. (previously presented) A compound selected from the group consisting of:

2-[2-(3-Amino-piperidin-1-yl)-4-oxo-4H-quinazolin-3-ylmethyl]-benzonitrile;

2-[2-(3-Amino-piperidin-1-yl)-6,7-dimethoxy-4-oxo-4H-quinazolin-3-ylmethyl]-benzonitrile;

2-[2-(3-Amino-piperidin-1-yl)-8-methoxy-4-oxo-4H-quinazolin-3-ylmethyl]-benzonitrile;

2-[2-(3-Amino-piperidin-1-yl)-7-chloro-4-oxo-*4H*-quinazolin-3-ylmethyl]-benzonitrile;

2-[2-(3-Amino-piperidin-1-yl)-8-chloro-4-oxo-*4H*-quinazolin-3-ylmethyl]-benzonitrile;

2-[2-(3-Amino-piperidin-1-yl)-6-fluoro-4-oxo-4H-quinazolin-3-ylmethyl]-benzonitrile;

2-[2-(3-(*R*)-Amino-piperidin-1-yl)-6-chloro-4-oxo-4*H*-quinazolin-3-ylmethyl]-benzonitrile;

2-[2-(3-(*R*)-Amino-piperidin-1yl)-7-fluoro-6-methoxy-4-oxo-4*H*-quinazolin-3-ylmethyl]-benzonitrile;

2-[2-(3-(*R*)-Amino-piperidin-1yl)-5-fluoro-4-oxo-4*H*-quinazolin-3-ylmethyl]-benzonitrile;

2-[(R)-3-Amino-piperidin-1-yl]-6-fluoro-3-(2-trifluoromethyl-benzyl)-3H-quinazolin-4-one;

2-[2-(3-(R)-Amino-piperidin-1-yl)-6-bromo-4-oxo-4H-quinazolin-3-ylmethyl]-benzonitrile;

2-[2-(3-(R)-Amino-piperidin-1-yl)-6-bromo-4-oxo-4H-quinazolin-3-ylmethyl]-benzonitrile;

2-[2-(3-(R)-Amino-pyrrolidin-1-yl)-6-bromo-4-oxo-4H-quinazolin-3-ylmethyl]-benzonitrile;

2-[2-(3-(R)-Amino-piperidin-1-yl)-6,8-dichloro-4-oxo-4H-quinazolin-3-ylmethyl]-benzonitrile;

2-[2-(3-(R)-Amino-piperidin-1-yl)-6-methoxy-4-oxo-4H-quinazolin-3-ylmethyl]-benzonitrile;

2-[2-(3-(R)-Amino-piperidin-1-yl)-6-fluoro-4-oxo-4H-quinazolin-3-ylmethyl]-benzamide;

2-[2-(3-(R)-Amino-piperidin-1-yl)-6-fluoro-7-morpholin-4-yl-4-oxo-4H-quinazolin-3-ylmethyl]-benzonitrile;

2-[2-(3-Amino-piperidin-1-yl)-6-fluoro-4-oxo-4H-quinazolin-3-ylmethyl]-benzamide;

2-[3-(R)-Amino-piperidin-1-yl]-6-fluoro-3-(2-trifluoromethyl-benzyl)-3H-quinazolin-4-one;

2-(3-Amino-piperidin-1-yl)-6,7-dimethoxy-3-(2-nitro-benzyl)-3H-quinazolin-4-one;

2-[2-(3-Amino-piperidin-1-yl)-6,7-dimethoxy-4-oxo-4H-quinazolin-3-ylmethyl]-benzoic acid ethyl ester;

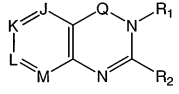
2-[2-(3-Amino-piperidin-1-yl)-6-fluoro-4-oxo-4H-quinazolin-3-ylmethyl]-benzoic acid ethyl ester;

2-[2-(3-Amino-piperidin-1-yl)-6,7-dimethoxy-4-oxo-4H-quinazolin-3-ylmethyl]-benzoic acid;

2-[2-(3-Amino-piperidin-1-yl)-6-fluoro-4-oxo-4H-quinazolin-3-ylmethyl]-benzoic acid; and

2-(6,7-Dimethoxy-4-oxo-2-piperidin-1-yl-4H-quinazolin-3-ylmethyl)-benzonitrile.

112. (currently amended) A compound comprising Formula XI:



XI

wherein

Q is selected from the group consisting of CO, CS or C=NR_9;

J, K, L, and M are each independently CR_{12}, provided that at least one of K and L is CR_{12} where R_{12} is not hydrogen;

R_1 is $-ZR_m$;

Z is selected from the group consisting of ~~$-CH_2-$, $-CH_2CH_2-$, $-CH_2CH_2CH_2-$, $-C(O)-$, $-CH_2C(O)-$, $-C(O)CH_2-$, $-CH_2C(O)CH_2-$, $-C(O)CH_2CH_2-$, $-CH_2CH_2C(O)-$, $-O-$, $-OCH_2-$, $-CH_2O-$, $-CH_2OCH_2-$, $-OCH_2CH_2-$, $-CH_2CH_2O-$, $-N(CH_3)-$, $-NHCH_2-$, $-CH_2NH-$, $-CH_2NHCH_2-$, $-NHCH_2CH_2-$, $-CH_2CH_2NH-$, $-NHC(O)-$, $-NCH_3C(O)-$, $-C(O)NH-$, $-C(O)NCH_3-$, $-NHC(O)CH_2-$, $-C(O)NHCH_2-$, $-C(O)CH_2NH-$, $-CH_2NHC(O)-$, $-CH_2C(O)NH-$, $-NHCH_2C(O)-$, $-S-$, $-SCH_2-$, $-CH_2S-$, $-SCH_2CH_2-$, $-CH_2SCH_2-$, $-CH_2CH_2S-$, $-C(O)S-$, $-C(O)SCH_2-$, $-CH_2C(O)S-$, $-C(O)CH_2S-$, $-CH_2SC(O)-$, $-CHR_9-$, $-C(R_9)(R_9)-$, $-C(S)-$, $-C(NH)-$, $-C(NR_9)-$, $-N(H)-$ and $-N(R_9)-$~~ $-CH_2-$, $-CHR_9-$, $-C(R_9)(R_9)-$, $-C(O)-$, $-C(S)-$, $-C(NH)-$, $-C(NR_9)-$, $-O-$, $-N(H)-$, $-N(R_9)-$, and $-S-$;

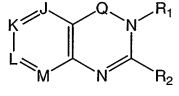
R_m is selected from the group consisting of ~~a (C_{3-7})cycloalkyl, aryl, hetero(C_{3-7})cycloalkyl and heteroaryl, each having at least one non-hydrogen substituent at a 2 or 3 position of the ring selected from the group consisting of (C_{1-10})alkyl, (C_{3-12})cycloalkyl, hetero(C_{3-12})cycloalkyl, aryl(C_{1-10})alkyl, heteroaryl(C_{1-5})alkyl, (C_{9-12})bicycloaryl, hetero(C_{4-12})bicycloaryl, carbonyl (C_{1-3})alkyl, thiocarbonyl (C_{1-3})alkyl, sulfonyl (C_{1-3})alkyl, sulfinyl (C_{1-3})alkyl, imino (C_{1-3})alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, cyano, nitro, halo, imino group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones~~ (2-cyano)phenyl, (3-cyano)phenyl, (2-hydroxy)phenyl, (3-hydroxy)phenyl, (2-alkenyl)phenyl, (3-alkenyl)phenyl, (2-alkynyl)phenyl, (3-alkynyl)phenyl, (2-nitro)phenyl, (3-nitro)phenyl, (2-carboxy)phenyl, (3-carboxy)phenyl, (2-carboxamido)phenyl, (3-carboxamido)phenyl, (2-sulfonamido)phenyl, (3-sulfonamido)phenyl, (2-tetrazolyl)phenyl, (3-tetrazolyl)phenyl, (2-aminomethyl)phenyl, (3-aminomethyl)phenyl, (2-amino)phenyl, (3-amino)phenyl, (2-hydroxymethyl)phenyl, (3-hydroxymethyl)phenyl, (2-phenyl)phenyl, (3-phenyl)phenyl, (2-$CONH_2$)phenyl, (3-$CONH_2$)phenyl, (2-CONH(C_{1-7})alkyl)phenyl, (3-CONH(C_{1-7})alkyl)phenyl, (2-CO_2(C_{1-7})alkyl)phenyl, and (3-CO_2(C_{1-7})alkyl)phenyl, each substituted or unsubstituted;

R_2 is selected from the group consisting of a 4, 5, 6 or 7 membered cycloalkyl or N-containing ring, the ring being substituted with one or more substituents selected from the group consisting of alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

each R_9 is hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each being unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones; and

each R_{12} is hydrogen or is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, cyano, nitro, alkoxy, imine group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each being unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.

113. (currently amended) A compound comprising Formula XI:



XI

wherein

Q is selected from the group consisting of CO, CS or $C{=}NR_9$;

J, K, L, and M are each independently CR_{12};

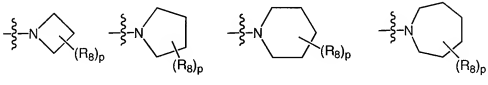
R_1 is $-ZR_m$;

Z is selected from the group consisting of ~~$-CH_2-$, $-CH_2CH_2-$, $-CH_2CH_2CH_2-$, $-C(O)-$, $-CH_2C(O)-$, $-C(O)CH_2-$, $-CH_2C(O)CH_2-$, $-C(O)CH_2CH_2-$, $-CH_2CH_2C(O)-$, $-O-$, $-OCH_2-$, $-CH_2O-$, $-CH_2OCH_2-$, $-OCH_2CH_2-$, $-CH_2CH_2O-$, $-N(CH_3)-$, $-NHCH_2-$, $-CH_2NH-$, $-CH_2NHCH_2-$, $-NHCH_2CH_2-$, $-CH_2CH_2NH-$, $-NH-C(O)-$, $-NCH_3-C(O)-$, $-C(O)NH-$, $-C(O)NCH_3-$, $-NHC(O)CH_2-$, $-C(O)NHCH_2-$, $-C(O)CH_2NH-$, $-CH_2NHC(O)-$, $-CH_2C(O)NH-$, $-NHCH_2C(O)-$, $-S-$, $-SCH_2-$, $-CH_2S-$, $-SCH_2CH_2-$, $-CH_2SCH_2-$, $-CH_2CH_2S-$, $-C(O)S-$, $-C(O)SCH_2-$, $-CH_2C(O)S-$, $-C(O)CH_2S-$, $-CH_2SC(O)-$, $-CHR_9-$, $-C(R_9)(R_9)-$, $-C(S)-$, $-C(NH)-$, $-C(NR_9)-$, $-N(H)-$ and~~

~~-N(R_9)-~~ ~~-CH_2-~~, ~~-CHR_9-~~, ~~-C(R_9)(R_9)-~~, ~~-C(O)-~~, ~~-C(S)-~~, ~~-C(NH)-~~, ~~-C(NR_9)-~~, ~~-O-~~, ~~-N(H)-~~, ~~-N(R_9)-~~, and ~~-S-~~;

R_m is selected from the group consisting of ~~a (C_{3-7})cycloalkyl, aryl, hetero(C_{3-7})cycloalkyl and heteroaryl, each having at least one non-hydrogen substituent at a 2 or 3 position of the ring selected from the group consisting of (C_{1-10})alkyl, (C_{3-12})cycloalkyl, hetero(C_{3-12})cycloalkyl, aryl(C_{1-10})alkyl, heteroaryl(C_{1-5})alkyl, (C_{9-12})bicycloaryl, hetero(C_{4-12})bicycloaryl, carbonyl (C_{1-3})alkyl, thiocarbonyl (C_{1-3})alkyl, sulfonyl (C_{1-3})alkyl, sulfinyl (C_{1-3})alkyl, imino (C_{1-3})alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, cyano, nitro, halo, imino group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones~~ (2-cyano)phenyl, (3-cyano)phenyl, (2-hydroxy)phenyl, (3-hydroxy)phenyl, (2-alkenyl)phenyl, (3-alkenyl)phenyl, (2-alkynyl)phenyl, (3-alkynyl)phenyl, (2-nitro)phenyl, (3-nitro)phenyl, (2-carboxy)phenyl, (3-carboxy)phenyl, (2-carboxamido)phenyl, (3-carboxamido)phenyl, (2-sulfonamido)phenyl, (3-sulfonamido)phenyl, (2-tetrazolyl)phenyl, (3-tetrazolyl)phenyl, (2-aminomethyl)phenyl, (3-aminomethyl)phenyl, (2-amino)phenyl, (3-amino)phenyl, (2-hydroxymethyl)phenyl, (3-hydroxymethyl)phenyl, (2-phenyl)phenyl, (3-phenyl)phenyl, (2-$CONH_2$)phenyl, (3-$CONH_2$)phenyl, (2-CONH(C_{1-7})alkyl)phenyl, (3-CONH(C_{1-7})alkyl)phenyl, (2-CO_2(C_{1-7})alkyl)phenyl, and (3-CO_2(C_{1-7})alkyl)phenyl, each substituted or unsubstituted;

R_2 is selected from the group consisting of

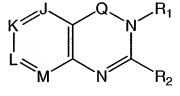


wherein p is 0-12 and each R_8 is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, imino group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each substituted or unsubstituted, provided that at least one R_8 is a primary, secondary or tertiary amine;

each R_9 is hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each being unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones; and

each R_{12} is hydrogen or is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, cyano, nitro, alkoxy, imine group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each being unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.

114. (currently amended) A compound comprising Formula XI:



XI

wherein

Q is selected from the group consisting of CO, CS or $C{=}NR_9$;

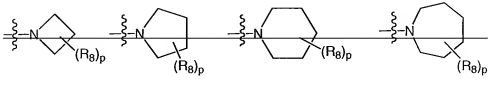
J, K, L, and M are each independently CR_{12};

R_1 is $-ZR_m$;

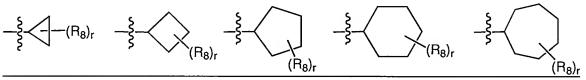
Z is selected from the group consisting of ~~CH_2 , CH_2CH_2 , $CH_2CH_2CH_2$, C(O) , $CH_2C(O)$, C(O)CH_2 , $CH_2C(O)CH_2$, $C(O)CH_2CH_2$, $CH_2CH_2C(O)$, O , OCH_2 , CH_2O , CH_2OCH_2 , OCH_2CH_2 , CH_2CH_2O , $N(CH_3)$, $NHCH_2$, CH_2NH , CH_2NHCH_2 , $NHCH_2CH_2$, CH_2CH_2NH , NH C(O) , NCH_3 C(O) , C(O)NH , C(O)NCH_3 , $NHC(O)CH_2$, C(O)$NHCH_2$, C(O)CH_2NH , $CH_2NHC(O)$, $CH_2C(O)NH$, $NHCH_2C(O)$, S , SCH_2 , CH_2S , SCH_2CH_2 , CH_2SCH_2 , CH_2CH_2S , C(O)S , C(O)SCH_2 , $CH_2C(O)S$, $C(O)CH_2S$, $CH_2SC(O)$, CHR_9 , $C(R_9)(R_9)$, C(S) , C(NH) , $C(NR_9)$, N(H) and $N(R_9)$~~ -CH_2-, -CHR_9-, -$C(R_9)(R_9)$-, -C(O)-, -C(S)-, -C(NH)-, -$C(NR_9)$-, -O-, -N(H)-, -$N(R_9)$-, and -S-;

R_m is selected from the group consisting of ~~a (C_{3-7})cycloalkyl, aryl, hetero(C_{3-7})cycloalkyl and heteroaryl, each having at least one non-hydrogen substituent at a 2 or 3 position of the ring selected from the group consisting of (C_{1-10})alkyl, (C_{3-12})cycloalkyl, hetero(C_{3-12})cycloalkyl, aryl(C_{1-10})alkyl, heteroaryl(C_{1-5})alkyl, (C_{9-12})bicycloaryl, hetero(C_{4-12})bicycloaryl, carbonyl (C_{1-3})alkyl, thiocarbonyl (C_{1-3})alkyl, sulfonyl (C_{1-3})alkyl, sulfinyl (C_{1-3})alkyl, imino (C_{1-3})alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, cyano, nitro, halo, imino group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones~~ (2-cyano)phenyl, (3-cyano)phenyl, (2-hydroxy)phenyl, (3-hydroxy)phenyl, (2-alkenyl)phenyl, (3-alkenyl)phenyl, (2-alkynyl)phenyl, (3-alkynyl)phenyl, (2-nitro)phenyl, (3-nitro)phenyl, (2-carboxy)phenyl, (3-carboxy)phenyl, (2-carboxamido)phenyl, (3-carboxamido)phenyl, (2-sulfonamido)phenyl, (3-sulfonamido)phenyl, (2-tetrazolyl)phenyl, (3-tetrazolyl)phenyl, (2-aminomethyl)phenyl, (3-aminomethyl)phenyl, (2-amino)phenyl, (3-amino)phenyl, (2-hydroxymethyl)phenyl, (3-hydroxymethyl)phenyl, (2-phenyl)phenyl, (3-phenyl)phenyl, (2-$CONH_2$)phenyl, (3-$CONH_2$)phenyl, (2-CONH(C_{1-7})alkyl)phenyl, (3-CONH(C_{1-7})alkyl)phenyl, (2-CO_2(C_{1-7})alkyl)phenyl, and (3-CO_2(C_{1-7})alkyl)phenyl, each substituted or unsubstituted;

R_2 is selected from the group consisting of



~~wherein p is 0-12 and each R_8 is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, imino group, sulfonyl group and sulfinyl group, each substituted or unsubstituted, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, provided that at least one R_8 is a primary, secondary or tertiary amine;~~



wherein r is 0-13 and each R_8 is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, imino group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones, each substituted or unsubstituted;

each R_9 is hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each being unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones; and

each R_{12} is hydrogen or is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, cyano, nitro, alkoxy, imine group, sulfonyl group and sulfinyl group, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and

ketones, each being unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, heteroalkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.